

MAY 30 '12 -10 52 AM

SURFACE TRANSPORTATION BOARD



May 30, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one original of the Memorandum of Railroad Equipment Lease Agreement dated as of May 11, 2012 between the following parties:

Lessee: BP Products North America, Inc.  
150 West Warrenville Road  
Naperville, IL 60563

Lessor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (25) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of May 11, 2012 related to twenty-five (25) railcars bearing reporting marks: SOCX329001 through SOCX329025, inclusive.

Please file this agreement as a primary document. The filing fee in the amount of \$41.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6105.

Sincerely,

Shirley Terry  
Administrative Assistant

MAY 30 '12 -10 52 AM

MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 11<sup>th</sup> day of May, 2012, is intended to evidence the lease dated as of May 11, 2012 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **BP PRODUCTS NORTH AMERICA, INC.**, a Maryland corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the twenty-five (25) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

BP PRODUCTS NORTH AMERICA, INC.

By: Kelly C. PoelleinName: Kelly C. PoelleinTitle: Vice President, Finance - BrokerageDate: May 11, 2012By: John F. GustafsonName: John F. GustafsonTitle: Rail Equipment Mgr - NA RailDate: May 22, 2012

STATE OF OHIO                    )  
  )     SS:  
COUNTY OF HAMILTON        )

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of May, 2012, by Kelly C. Poellein, the Vice President, Finance - Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Angela Denise Watts  
Notary Public

My Commission has no expiration.

ANGELA DENISE WATTS  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF Illinois            )  
  )     SS:  
COUNTY OF DePage        )

The foregoing instrument was acknowledged before me this 22 day of May, 2012, by John F. Gustafson, the Rail Equipment Mgr. of BP Products North America, Inc., a Maryland corporation, on behalf of the corporation.

Dianne J Pegram  
Notary Public

My Commission expires:

06/25/16



## **EXHIBIT A**

To the Memorandum of Lease dated May 11, 2012, between The David J. Joseph Company and BP Products North America, Inc.

### **DESCRIPTION OF UNITS**

Twenty-five (25) railcars bearing reporting marks as follows:

SOCX 329001  
SOCX 329002  
SOCX 329003  
SOCX 329004  
SOCX 329005  
SOCX 329006  
SOCX 329007  
SOCX 329008  
SOCX 329009  
SOCX 329010  
SOCX 329011  
SOCX 329012  
SOCX 329013  
SOCX 329014  
SOCX 329015  
SOCX 329016  
SOCX 329017  
SOCX 329018  
SOCX 329019  
SOCX 329020  
SOCX 329021  
SOCX 329022  
SOCX 329023  
SOCX 329024  
SOCX 329025